

Page 1 of 10

SEC 1972 (6-02)

Potential persons who are to respond

tion contained

in this form are not required to respond unless the loring displays a currently valid OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076

Expires: May 31, 2005 Estimated average burden hours per response...1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						

Name of Offering ([] check if this is an amendment and name has changed, and in Five States Energy Company, L.L.C.	ndicate change.)
Filing Under (Check box(es) that apply):  [ ] Rule 504 [ ] Rule 505 [ X ] Rule 506 [ ]  Type of Filing: [ X ] New Filing [ ] Amendment	Section 4(6) [] ULOE
A. BASIC IDENTIFICATION DATA	JAN 0 7 2008
Enter the information requested about the issuer	FINANCIAL
Name of Issuer ([ ] check if this is an amendment and name has changed, and in Five States Energy Company, L.L.C.	
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)	Telephone Number

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

same

Brief Description of Business The Company is a Texas limited liability company organized for the purpose of participating in oil and gas investments.

4925 Greenville Avenue, Suite 1220, Dallas, Texas

(214) 363-3008

Time of Pusiness Occasion	
Type of Business Organiz	
[ ] corporation	[ x ] limited partnership, already formed [ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed
	Month Year
Actual or Estimated Date	of Incorporation or Organization: [0]7] [9]5] [x] Actual [] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [T][X]

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

## 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

- Each executive officer and director of corporate issuers and of corporate general and managing partners
  of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ x ] Promoter [	Beneficial Owner	[ x ] Executive Officer	[X] <del>Director</del> Manager	[ ] General and/or Managing Partner
	name first, if individ James A.	dual)			
			eet, City, State, Zip e 1220, Dallas,		
Check Box(es) that Apply:	[ x ] Promoter [	) Beneficial Owner	[ x ] Executive Officer	[X] <del>Director</del> Manage <i>r</i>	[ ] General and/or Managing Partner
	name first, if individual	dual)			
			eet, City, State, Zip e 1220, Dallas,		·
Check Box(es) that Apply:	[ x ] Promoter [	Beneficial Owner	[ x ] Executive Officer	[ X ] <del>Director</del> Manager	[ ] General and/or Managing Partner
Full Name (Last i Malouf, I	name first, if individence of the contract of	dual)			
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Full Name (Last r Collins, S		st, if individu	al)		-					
Business or Resid 4925 G		Address (Num ille Avenu						75206		
Check Box(es) th Apply:	at [X	] Promoter	[]	Beneficial Owner	[X]	Executive Officer	[]	Director	Ma	neral and/or naging rtner
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			B. IN	FORMATIC	N AB	OUT OFFE	RING	1		
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2. What is the mir				•		•			•••••	\$ <u>2,900,000</u> Yes No
3. Does the offeri	ng perm	iit joint owne	rship	of a single	unit?		••••••	•••••		[] [X]
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\$ 2,900,000 \$ 2,900,000 Total ..... Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors ..... Non-accredited Investors ..... 0 0 Total (for filings under Rule 504 only) ..... 0 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 ..... 0 Regulation A ..... Rule 504 ..... 0 0 Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees ..... [x]\$\_ Printing and Engraving Costs ..... [x]\$\_ 0 Legal Fees ..... [x]\$\_ Accounting Fees ..... [x]\$ 0 Engineering Fees ..... (x)\$\_ Sales Commissions (specify finders' fees separately) ...... 0 [x]\$\_ 0 Other Expenses (identify) [x]\$\_ Total ..... 0 [x]\$

\$ 2,900,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The

total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, & Directors, &	Payments
	Affiliates	Others
Salaries and fees	[x] \$ <u>0</u>	[x] \$ <u>      0                              </u>
Purchase of real estate	[x] \$ <u>0</u>	[x] \$ <u>      0                              </u>
Purchase, rental or leasing and installation of machinery and equipment	[x] \$ <u>0</u>	[x] \$ <u>0</u>
Construction or leasing of plant buildings and facilities	[x] \$ <u>0</u>	[x] \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[x] \$ <u>0</u>	[x] \$ <u>0</u>
Repayment of indebtedness	[x] \$ <u>0</u>	[x] \$ <u>       0                             </u>
Working capital	[x] \$0	[x] \$0
Other (specify): purchase an interest in a company	[x] \$ <u>0</u>	[x] \$ <u>2,900,000</u>
	[x] \$ <u>0</u>	[x] \$ <u>0</u>
Column Totals	[x] \$ <u>0</u>	[x] <u>\$ 2,900,000</u>
Total Payments Listed (column totals added)	[x] \$	2,900,000

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Five States Energy Company, L.L.C.	Signature Patricia Hama Stall	Date ルカー
Name of Signer (Print or Type) Patricia Gamez Stoll	Title of Signer (Print or Type) Treasurer	

# ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Five States Energy Company, L.L.C.	Signature Gama Stell Date 12/17/07
Name of Signer (Print or Type) Patricia Gamez Stoll	Title of Signer (Print or Type) Treasurer

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX									
1	2		3		•	4		5 Disqualif	cation	
	Intend to non-actinvestors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	aı		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited	Amount	Number of Non-	Amount	Yes	No	

Form D Page 9 of 10

			Investors		Accredited		
					Investors		
AL						!	
AK							
AZ							
AR							
CA							
СО							
СT							
DE							
DC							
FL							
GA							
Н							
ID							
IL							
IN		-	,				
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KS							
KY				, ,			
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OR							
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RI							
SC							
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TN							

тх	Х	\$2,900,000 Membership Interest	1	\$2,900,000	0	0	Х
UT							
VT							
VA							
WA							
WV							
WI							
WY							
PR							

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002